

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SOUTHERN WOODS PROPERTY OWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 16, 1991, as shown by the records of this office.

The document number of this corporation is N46492.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
18th day of December, 1991.



CR2EO22 (2-91)

*Jim Smith*

Jim Smith  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
SOUTHERN WOODS PROPERTY OWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

FILED  
1991 DEC 16 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, Leanne Hadsell, Paula F. McQueen and Williams, natural persons competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is Southern Woods Property Owners' Association, Inc. For convenience the Corporation shall be referred to as the "Association".

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporation Not-For-Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes, 1982.

ARTICLE III

PURPOSES

A. The specific and primary purpose for which this corporation is organized is to own and operate certain lands in Citrus County, Florida which lands are to be used in common by all of the members of Southern Woods Property Owners' Association, Inc., which members shall be property owners in Southern Woods at Sugarmill Woods.

B. To enforce any and all covenants, restrictions and agreements applicable to the Common Areas and dwelling units in the Development and particularly any Declaration(s) of Covenants and Restrictions or similar declaration (hereinafter referred to as the "Declaration") which may hereafter be made with respect to the Development, and as it may be amended from time to time, and which may hereafter be recorded among the land records of Citrus County, Florida.

C. To acquire, construct, maintain and operate common areas and recreation facilities (the "Common Areas") at Southern Woods at Sugarmill Woods to maintain grassed areas owned by unit owners in front of the unit as provided in the Southern Woods at Sugarmill Woods Declaration of Restrictions.

D. To make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for accomplishment of any objects enumerated herein.

E. To make and collect assessments against members as provided in the Declaration of Restrictions.

F. The purchase of insurance upon the Southern Woods at Sugarmill Woods property and insurance for the protection of the Association and its members as apartment owners.

G. The reconstruction of improvements after casualty and the improvement of the property.

H. To make and amend reasonable regulations respecting the use of the common property in the subdivision.

I. To employ personnel to perform the service required for the proper operation of the Development, as required in the Declaration of Restrictions.

J. To have any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law, by law may now or hereafter exercise.

#### ARTICLE IV

##### TERM

This corporation shall have a perpetual existence.

#### ARTICLE V

##### INCORPORATIONS

The names and residences of the subscribers of these Articles of Incorporation are as follows:

Leanne Hadsell	13 Dogwood Drive Homosassa, Florida 32646
Paula F. McQueen	1625 West Marion Avenue Punta Gorda, Florida 33950
Betty Williams	1625 West Marion Avenue Punta Gorda, Florida 33950

#### ARTICLE VI

##### MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessment and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the Bylaws of this corporation.

#### ARTICLE VII

##### MANAGEMENT OF CORPORATE AFFAIRS

A. This corporation shall have a Board consisting of the number of directors determined by the Bylaws but not less than one (1) director nor more than three (3) directors.

The directors of the corporation shall be elected by the members of the corporation at the annual meeting of the members in the manner determined by the Bylaws and shall continue to serve until their successors have been elected. Directors may be removed for good cause shown and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The first Board of Directors shall consist of three (3) members and the names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

Leanne Hadsell	13 Dogwood Drive Homosassa, Florida 32646
Paula F. McQueen	1625 West Marion Avenue Punta Gorda, Florida 33950
Betty Williams	1625 West Marion Avenue Punta Gorda, Florida 33950.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE:  
IDENTIFICATION OF REGISTERED AGENT

A. The address of this corporation's initial <sup>principal and</sup> registered office in the State of Florida is 1625 West Marion Avenue, Punta Gorda, Florida 33950.

B. The name of this corporation's initial registered agent at the above address is Paula F. McQueen.

ARTICLE IX

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Director approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed in whole or in part, by the members in the manner provided herein. Any amendments to the Bylaws shall be binding on all members of this corporation.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of the members of the corporation present at a regular or special meeting of the members of the corporation.

ARTICLE XII

DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a one hundred percent (100%) vote of the corporation's voting members.

In the event of dissolution, property of the corporation shall be distributed after payment of or adequate provision for the debts and obligations of the corporation, to its members as permitted by the Court having jurisdiction thereof; and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

The undersigned constituting the subscribers of this corporation, for the purposes of forming this corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation this 27<sup>th</sup> day of November, 1991.

1s/ Paula F. McQueen (SEAL)

1s/ Leanne Hadsell (SEAL)

1s/ Betty W. Williams (SEAL)

STATE OF FLORIDA  
COUNTY OF CITRUS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized by the laws of the State of Florida to take acknowledgements, personally appeared Leanne Hadsell to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that (s)he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 27<sup>th</sup> day of November, 1991.

1s/ Jamie L. Edwards  
Notary Public - State of Florida

My Commission Expires:  
Jamie L. Edwards  
Notary Public, State of Florida  
My Commission Expires Aug. 20, 1993  
Commission # 688783

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized by the laws of the State of Florida to take acknowledgements, personally appeared Paula F. McQueen to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that (s)he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 27<sup>th</sup> day of November, 1991.

1st Jamie L. Edwards  
Notary Public - State of Florida

My Commission Expires:  
Jamie L. Edwards  
Notary Public, State of Florida  
My Commission Expires Aug. 20, 1993  
Commission # 606783

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STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized by the laws of the State of Florida to take acknowledgements, personally appeared Betty Williams to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that (s)he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 27<sup>th</sup> day of November, 1991.

1st Jamie L. Edwards  
Notary Public - State of Florida

My Commission Expires:  
Jamie L. Edwards  
Notary Public, State of Florida  
My Commission Expires Aug. 20, 1993  
Commission # 606783

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT uFoll wTolD

PROCESS IS TO BE SERVED

1991 DEC 16 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Southern Woods Property Owners' Association, Inc. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Citrus, State of Florida, has named Paula F. McQueen, 1625 West Marion Avenue, Punta Gorda, Florida 33950, County of Charlotte, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open the said office.

/s/ Paula F. McQueen

(Mrs.) Paula F. McQueen

Resident Agent